

DEC 6

1974

11:35am

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of December 2, 1974, between ACF INDUSTRIES INCORPORATED, a New Jersey corporation (hereinafter called the Manufacturer) and FORT WORTH AND DENVER RAILWAY COMPANY a Texas corporation (hereinafter called the Vendee).

WHEREAS, the Manufacturer and the Vendee have entered into an Agreement (hereinafter called the Agreement) dated as of October 29, 1974, filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on November 1, 1974, recordation number 7694: and

WHEREAS, the parties hereto desire to amend the Agreement:

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. The Agreement is hereby amended to extend the date specified in the third paragraph and in Section 1 from December 6, 1974 to December 31, 1974.

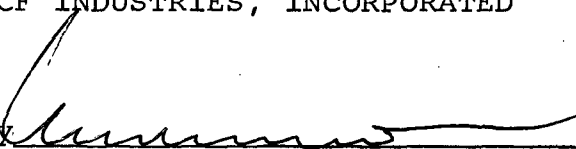
2. The Agreement, except as amended by Paragraph 1 hereof, shall remain unaltered and in full force and effect.

3. The Vendee will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

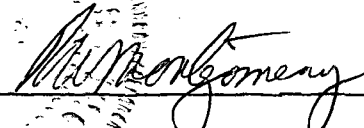
IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

ACF INDUSTRIES, INCORPORATED

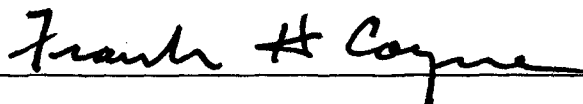
By


Treasurer


Attest:


Assistant Secretary

FORT WORTH AND DENVER RAILWAY CO.



Attest:


Assistant Secretary